

| OMB APPROVAL                                 |           |
|----------------------------------------------|-----------|
| OMB Number:                                  | 3235-0287 |
| Estimated average burden hours per response: | 0.5       |

**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP**

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

|                                                                                                                                                                                                                          |                                                                             |                                                                                                                                                                                                                             |
|--------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|-----------------------------------------------------------------------------|-----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| 1. Name and Address of Reporting Person*<br><u>Thompson Christopher A</u><br><br>(Last) (First) (Middle)<br>VANTIV, INC.<br>8500 GOVERNORS HILL DRIVE<br><br>(Street)<br>CINCINNATI OH 45249<br><br>(City) (State) (Zip) | 2. Issuer Name and Ticker or Trading Symbol<br><u>Vantiv, Inc. [ VNTV ]</u> | 5. Relationship of Reporting Person(s) to Issuer (Check all applicable)<br><br>Director 10% Owner<br><input checked="" type="checkbox"/> Officer (give title below) Other (specify below)<br><u>SVP, Controller and CAO</u> |
|                                                                                                                                                                                                                          | 3. Date of Earliest Transaction (Month/Day/Year)<br>02/27/2016              |                                                                                                                                                                                                                             |
| 4. If Amendment, Date of Original Filed (Month/Day/Year)                                                                                                                                                                 |                                                                             |                                                                                                                                                                                                                             |

**Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned**

| 1. Title of Security (Instr. 3) | 2. Transaction Date (Month/Day/Year) | 2A. Deemed Execution Date, if any (Month/Day/Year) | 3. Transaction Code (Instr. 8) |   | 4. Securities Acquired (A) or Disposed Of (D) (Instr. 3, 4 and 5) |            |                    | 5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4) | 6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 7. Nature of Indirect Beneficial Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|----------------------------------------------------|--------------------------------|---|-------------------------------------------------------------------|------------|--------------------|-----------------------------------------------------------------------------------------------|----------------------------------------------------------|-------------------------------------------------------|
|                                 |                                      |                                                    | Code                           | V | Amount                                                            | (A) or (D) | Price              |                                                                                               |                                                          |                                                       |
| Class A Common Stock            | 02/27/2016                           |                                                    | A                              |   | 8,200 <sup>(1)</sup>                                              | A          | \$0                | 15,030                                                                                        | D                                                        |                                                       |
| Class A Common Stock            | 02/27/2016                           |                                                    | F                              |   | 2,535 <sup>(2)</sup>                                              | D          | \$52.17            | 12,495                                                                                        | D                                                        |                                                       |
| Class A Common Stock            | 02/27/2016                           |                                                    | M                              |   | 512                                                               | A          | \$0 <sup>(3)</sup> | 13,007                                                                                        | D                                                        |                                                       |
| Class A Common Stock            | 02/27/2016                           |                                                    | F                              |   | 186                                                               | D          | \$52.17            | 12,821                                                                                        | D                                                        |                                                       |

**Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)**

| 1. Title of Derivative Security (Instr. 3) | 2. Conversion or Exercise Price of Derivative Security | 3. Transaction Date (Month/Day/Year) | 3A. Deemed Execution Date, if any (Month/Day/Year) | 4. Transaction Code (Instr. 8) |   | 5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5) |     | 6. Date Exercisable and Expiration Date (Month/Day/Year) |                 | 7. Title and Amount of Securities Underlying Derivative Security (Instr. 3 and 4) | 8. Price of Derivative Security (Instr. 5) | 9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4) | 10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 11. Nature of Indirect Beneficial Ownership (Instr. 4) |       |
|--------------------------------------------|--------------------------------------------------------|--------------------------------------|----------------------------------------------------|--------------------------------|---|----------------------------------------------------------------------------------------|-----|----------------------------------------------------------|-----------------|-----------------------------------------------------------------------------------|--------------------------------------------|----------------------------------------------------------------------------------------------------|-----------------------------------------------------------|--------------------------------------------------------|-------|
|                                            |                                                        |                                      |                                                    | Code                           | V | (A)                                                                                    | (D) | Date Exercisable                                         | Expiration Date |                                                                                   |                                            |                                                                                                    |                                                           |                                                        | Title |
| Restricted Stock Units 2013                | <sup>(4)</sup>                                         | 02/27/2016                           |                                                    | M                              |   |                                                                                        | 512 | <sup>(5)</sup>                                           | <sup>(5)</sup>  | Class A Common Stock                                                              | 512                                        | \$0                                                                                                | 513                                                       | D                                                      |       |

**Explanation of Responses:**

- Represents the settlement in common stock of performance share units which vested on February 27, 2016 following satisfaction of certain performance-related conditions to vesting.
- These shares were withheld to cover tax withholding obligations when 8,200 performance share units vested on February 27, 2016.
- Restricted stock units convert into Class A Common Stock on a one-for-one basis.
- Each restricted stock unit represents a contingent right to receive one share of Vantiv, Inc. Class A Common Stock.
- The restricted stock units vest in two equal (subject to rounding) annual installments beginning February 27, 2016.

**Remarks:**

/s/ Jared Warner, attorney-in-fact for Christopher Thompson 03/01/2016

\*\* Signature of Reporting Person Date

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

\* If the form is filed by more than one reporting person, see Instruction 4 (b)(v).

\*\* Intentional misstatements or omissions of facts constitute Federal Criminal Violations See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB Number.